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The Law Firm Of
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Patrick E. Geraghty
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941-334-9500 FAX: 941-334-8930

November 30, 2000

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

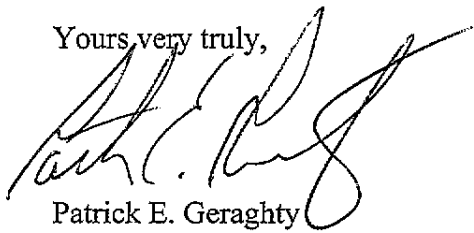
Re: Retrouvaille of Southwest Florida, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation as referenced above and a check in the amount of \$87.50 for filing fee, certified copy and certificate. Please contact my office if you required anything further to incorporate this non-profit corporation.

Thank you for your prompt attention.

Yours very truly,



Patrick E. Geraghty
Resident Agent

PEG:aag

Enclosures

FILED
00 DEC -4 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
00 DEC -4 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

RETRouvaille OF SOUTHWEST FLORIDA, INC.

(A Non-Profit Corporation)

THE UNDERSIGNED subscribers, each a natural person competent to contract, acting as incorporators of a corporation not for profit (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE 1.

1.1) **Name.** The name of the corporation is Retrouvaille of Southwest Florida, Inc.

ARTICLE 2.

2.1) **Purpose.** The Corporation is organized exclusively for transaction of any and all lawful business for which a non-profit corporation may be incorporated under the laws of the State of Florida, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Said Corporation is organized exclusively for offering a Christian experience to alleviate marriage breakdown and other religious and educational purposes.

2.2) **Limitations.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2.1 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3.

3.1) **Existence.** The Corporation is to have perpetual existence.

3.2) **Distribution Upon Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of

1986 (or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4.

4.1) **Address.** The street address of the principal office of the Corporation in the State of Florida is 970 East Gulf Drive, Sanibel, Florida 33957. The Board of Directors may from time to time move the principal office to any other address in Florida.

4.2) **Resident Agent.** The name of the resident agent of the corporation upon whom service of process may be served at 2069 First Street, Suite 100, Fort Myers, Florida 33901 is Patrick E. Geraghty, until and unless changed as prescribed by law.

ARTICLE 5.

5.1) **Initial Board of Directors.** The first Board of Directors of the Corporation shall consist of two (2) persons consisting of the President, Vice-President/Secretary/Treasurer, who shall be elected for one (1) year terms in the manner specified by the By-Laws. The first Board of Directors shall hold the organizational meeting of the Corporation.

5.2) **Names and Addresses.** The names and addresses, and terms of service of the members of the first Board of Directors, who shall hold office until the first annual meeting of the membership or until their successors shall have been elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
Steven T. Smith	970 East Gulf Drive Sanibel, Florida 33957
Linda M. Smith	970 East Gulf Drive Sanibel, Florida 33957

5.3) Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent director, or (b) reduce the number of directors to less than two.

5.4) Election. An annual election of the members of the Board of Directors shall be held at a time and manner to be specified in the By-Laws of the Corporation. Candidates shall be nominated by mail by the membership and voted upon as provided in the By-Laws.

ARTICLE 6.

6.1) Subscribers. The name and address of each person signing these Articles of Incorporation as a subscriber are:

<u>Name</u>	<u>Address</u>
Steven T. Smith	970 East Gulf Drive Sanibel, Florida 33957
Linda M. Smith	970 East Gulf Drive Sanibel, Florida 33957

ARTICLE 7.

7.1) Officers. The affairs of the Corporation are to be managed by a President, a Vice President/Secretary/Treasurer, and a Board of Directors.

7.2) **Names and Office.** The names of the Officers of the Corporation, who shall serve until the first meeting of the Board of Directors or until their successors shall have been elected or appointed and have qualified, are:

<u>Name</u>	<u>Office</u>
Steven T. Smith	President
Linda M. Smith	Vice-President
Linda M. Smith	Secretary/Treasurer

7.3) **Election.** Officers shall be elected annually by the majority vote of the membership, in the manner provided in the By-Laws.

ARTICLE 8.

8.1) **Meetings of Directors.** Meetings of the Board of Directors of the Corporation, annual, regular or special, may be held either within or without the State of Florida.

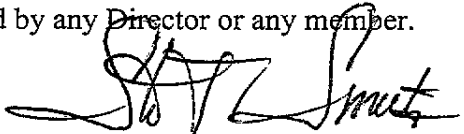
8.2) **By-Laws.** The initial By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the members, as provided in the By-Law. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property of the corporation not inconsistent with the Florida Statutes or other laws or these Articles of Incorporation.

8.3) **Indemnification.** The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding in the manner and to the extent authorized by Section 608.13, Florida Statutes. The Corporation may also pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) of sub-section (14) of such Section upon receipt of an undertaking by or on behalf of the director,

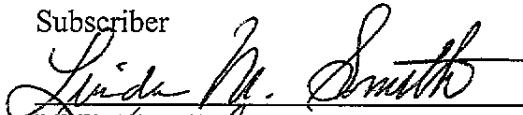
officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section. Any such indemnification or payment shall not affect any other rights to which those indemnified may be entitled under any by-law, agreement, vote of membership or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 9.

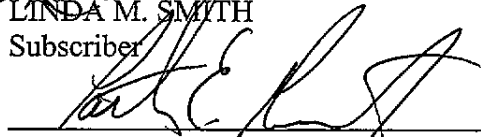
9.1) **Amendments to Articles of Incorporation.** The members may from time to time amend, alter or repeal, suspend or add any provision to these Articles of Incorporation (as now constituted or hereafter amended) by a two-thirds (2/3) vote of those members attending the annual meeting, provided any such changes have been published and distributed to the general membership at least 30 days prior to such meeting, and all rights conferred upon the membership by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation. Amendments may be proposed by any Director or any member.



STEVEN T. SMITH
Subscriber



LINDA M. SMITH
Subscriber



PATRICK E. GERAGHTY (SEAL)
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Patrick E. Geraghty, to me personally known and known to be the person described as incorporator who made and acknowledged the forgoing Articles of Incorporation, and he acknowledged before me that he had so made, subscribed and acknowledged such Articles of Incorporation.

WITNESS my hand and official seal, this 30TH day of November, 2000.



Audrey A. Grange
MY COMMISSION # CC616925 EXPIRES
March 12, 2001
BONDED THRU TROY FARM INSURANCE, INC.

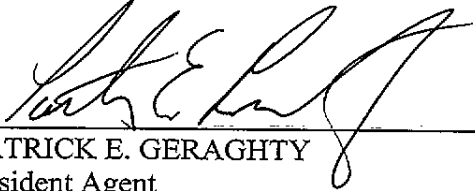
Audrey A. Grange
Notary Public

Print Name: AUDREY A. GRANGE

My Commission Expires: 3/12/01

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the said Act relative to keeping open said office.



PATRICK E. GERAGHTY
Resident Agent

FILED
00 DEC -4 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA